



TELECOM CERTIFICATION & FILING, INC.

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August 14, 2000

VIA FEDERAL EXPRESS

Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243

08-00722

Re: Quintelco, Inc.

Dear Sir or Madam:

Quintelco, Inc. (hereinafter "Quintelco" or "Seller") and Local Telcom Holdings, LLC. d/b/a Transpoint Communications (hereinafter "Transpoint Communications") by and through their representative, Telecom Certification and Filing, Inc., hereby request that the Tennessee Regulatory Authority (hereinafter "Commission") approve the transfer of control of the local and interexchange telecommunications licenses held by Quintelco, as granted by the Commission on July 2, 1998, in Case No. 97-01304 to Transpoint Communications. As of April 20, 2000, the telecommunications licence assets of Quintelco were sold to Transpoint Communications, and previous to that date, Quintelco was not operational in the State of Tennessee.



TELECOM CERTIFICATION & FILING, INC.

Tennessee Regulatory Authority
August 14, 2000
Page 2

In furtherance of the requested transfer, the parties provide the following information:

I. THE PARTIES

A. Quintelco, Inc.¹

Quintelco, a wholly owned subsidiary of Quintel Communications, Inc., was incorporated under the laws of the State of Delaware, with principal business offices located at One Blue Hill Plaza, Pearl River, New York 10965. Quintelco is licenced as a non-facilities based carrier and reseller of local and interexchange telecommunications services in the State of Pennsylvania. Quintelco was granted a Certificate of Public Convenience and Necessity by the Commission on July 2, 1998, in Case No. 97-01304. Quintelco is not presently providing services in the State of Tennessee. Quintelco is certified to provide telecommunications services in 42 other states of the Union. In addition, Quintelco is authorized to provide interstate service and licensed to provide international telecommunications services pursuant to the authority granted to it by the Federal Communications Commission ("FCC"). A copy of Quintelco's grant of 214 authority as issued by the FCC, is attached hereto as Exhibit 1.

B. Transpoint Communications

Transpoint Communications is a Delaware State Limited Liability Company with its principal business offices located, c/o Telecom Certification & Filing, Inc., at 485 Madison Avenue, 15th Floor, New York, New York 10022. One copy of the Articles of Formation of Transpoint Communications are attached hereto as Exhibit 2.

II. REQUEST FOR APPROVAL OF TRANSFER OF CONTROL

To accomplish this transfer of control, Quintelco's Certificate of Public Convenience and Necessity will be transferred from Quintelco to Transpoint Communications, so that Transpoint Communications will become the owner of the subject licenses and will have the authority to provide resold telecommunications services in the State of Tennessee.

Quintelco will continue to operate in the State of Tennessee under its own name providing affordable unregulated voicemail services to the public. As such, the proposed transaction will not in any way disrupt service nor cause inconvenience or confusion to the customers of Quintelco.

¹ Further information related to Quintelco is contained in its Application as filed on June 30, 1997.



TELECOM CERTIFICATION & FILING, INC.

Tennessee Regulatory Authority

August 14, 2000

Page 3

The proposed transfer of control will have no adverse impact on consumers in the State of Tennessee as Quintelco presently has no customers and is not offering service to the public. The transfer of control will further the public interest by providing for new ownership that plans to offer competitive local and interexchange telecommunications services to the citizens of the State.

To the extent required, the parties respectfully request that the Commission authorize the instant transfer of control request as summarized above and that the Commission grant any and all authority required to accomplish this end.

Should you have any questions or require additional information, please contact me at your convenience.

Respectfully submitted,

A handwritten signature in cursive script, reading "David O. Klein".

David O. Klein

EXHIBIT 1

**Federal Communications Commission**

INTERNATIONAL BUREAU
FCC SELECTED APPLICATION LISTING BY FILE NUMBER
REPORT WR07 - Fri Jul 21 15:42:51 US/Eastern 2000

File Number = ITC2141998072700518;

File Number: ITC-214-19980727-00518

Callsign: None

Streamlined: Y

Environmental Impact: None

Status: Action Taken Public Notice

Status Date: 09/10/1998

Last Action: Grant of Authority

Grant Date: 09/09/1998

Old File Number: ITC-98-569

Service Type: Global Resale Service

Accepted For Filing PN Date: 08/05/1998

Action Taken PN Date: 09/10/1998

Term Begin Date: None

Term End Date: None

Date Filed: 07/27/1998

Date Last Updated: 09/09/1998

Last Action Date: 09/09/1998

Site Information

Applicant:

QUINTELCO, INC.

1 Blue Hill Plaza

PEARL RIVER, NY 10965 USA

Contact: None

KLEIN, ZELMAN, ROTHERMEL &
DICHTER, L.L.P.

485 MADISON AVENUE

15th FLOOR

NEW YORK, NY 10022 USA

Description: Application for authority to provide service in accordance with the provisions of Section 63.18(e)(2) of the rules.

[International Telecommunications](#) | [Satellite Earth Stations](#) | [Satellite Space Stations](#) |
[International HF Broadcast Stations and Public Fixed Radio Stations](#) | [General Reports and Query Tool](#) |
[International Bureau Homepage](#) | [IBFS Reports Homepage](#)

EXHIBIT 2

STATE OF DELAWARE
LIMITED LIABILITY COMPANY
CERTIFICATE OF FORMATION

- **First:** The name of the limited liability company is Local Telcom Holdings, LLC.
- **Second:** The address of its registered office in the State of Delaware is 1013 Centre Road in the City of Wilmington.

The name of its registered agent at such address is Corporation Service Company.

- **Third:** The purpose for which this limited liability company is organized is to engage in any activity within the purpose for which limited liability companies may be organized the State of Delaware; and all such activities shall by such statement be deemed within the purpose of the limited liability company, subject to expressed limitations, if any.

In Witness Whereof, the undersigned have executed this Certificate of Formation of Local Telcom Holdings, LLC this 6th day of April, 2000.

BY: _____


Authorized Person

NAME: Joel Dichter, Esq.

Type or Print